

INVESTMENT, RISK,
AND SUSTAINABILITY
COMMITTEE

TO THE BOARD OF DIRECTORS
OF SIRMA GROUP HOLDING

Investment, Risk, and Sustainability Committee

General

The Investments, Risk and Sustainability Committee (the Committee) to the Board of Directors (BD) of "Sirma Group Holding" JSC was established in 2015 and was subsequently updated by a decision of the BD of "Sirma Group Holding" JSC on March 20, 2024.

The Committee executes the following main activities:

- Defining, updating and controlling the investment policy of "Sirma Group Holding" JSC and its subsidiaries;
- Analysis of the existing risks facing "Sirma Group Holding" JSC and its subsidiaries, and proposals for their mitigation and/or complete elimination;
- Development, control, and update of the Sustainability Strategy of "Sirma Group Holding" JSC and its subsidiaries.

Composition

The Board of Directors of "Sirma Group Holding" JSC should elect at least three members of the Committee. The majority of the members of the Committee should also be members of the Board of Directors. It is advisable that non-Board members are also appointed. All members of the Committee should be professionals with proven business and investment acumen.

The current composition of the Committee was determined at a meeting of the Board of Directors of "Sirma Group Holding" JSC on March 20, 2024 as follows:

- Yordan Nedev – member of the Board of Directors and Chairman of the Committee
- Georgi Marinov – Chairman of the Board of Directors and member of the Committee
- Stanislav Tanushev – Director of Investor Relations and Sustainability and member of the Committee

Function

The Committee convenes whenever

- an investment need / opportunity arises;
- an investment proposal has been received in "Sirma Group Holding" JSC;
- there is a need to review the existing risks and countermeasures;
- there is a need to define, control, or update the Sustainability Strategy or related issues;
- it is necessary to discuss any issues related to the investments, risk and sustainability of "Sirma Group Holding" JSC and its subsidiaries.

One of the members of the Committee (must also be a member of the Board of Directors) should be internally appointed to prepare and keep the minutes of the meetings at which decisions have been taken.

Each and every investment made should be supervised by one or more of the Committee members. The latter should immediately report to the Committee any extraordinary events involving the investment. A status report of the investment should be provided to the Committee no less than once a month.

In the pursuit of its goals, the Committee may use the professional help of outside consultants.

The decisions taken at the Committee should be approved by the Board of Directors.

Responsibilities

The members of the Committee have the following responsibilities:

1. To collect information, form opinions, and advise the BD regarding matters related to investments, risk, and sustainability.
2. To analyze and make decisions on investment proposals (equity or loan) in the subsidiary companies of "Sirma Group Holding" JSC.
3. To analyze and make decisions on investment proposals in their own new companies (startups).

4. To secure, structure, analyze, and execute all mergers and acquisitions activities of "Sirma Group Holding" JSC and its subsidiaries.

5. To serve in the governing bodies of new investment projects as mentors and supervisors.

6. To analyze and make decisions regarding the existing risks facing "Sirma Group Holding" JSC and its subsidiaries and ways to reduce or completely eliminate them.

7. To create, control and update the Sustainability Strategy of "Sirma Group Holding" JSC.

8. To control and organize the reporting of sustainability KPIs

9. To develop the culture of sustainability in "Sirma Group Holding" JSC and its subsidiaries.

10. To exercise delegated powers from the BD regarding investment, risk, and sustainability matters.

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